



DATE: November 3, 2011

TO: Chairman Umberg and Board Members

FROM: Roelof van Ark, Chief Executive Officer

RE: Agenda Item #3 – Board Policies and Procedures Amendment

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### **Discussion**

Currently, the Board's Policies and Procedures allow for the Compensation and Reimbursement of members for attendance at regular, special and committee meetings of the Authority Board and for attendance at other public meetings convened by the Authority. As the project evolves, Board Members more frequently are requested to undertake activities and attend meetings on behalf of the Authority. The present Board Policy and Procedure as amended August 5, 2010, Article 1 B, is further amended to allow for compensation and reimbursement for additional activities undertaken by Board Members on behalf of the Authority.

### **Staff Recommendation**

Staff recommends that the Board approve and adopt the attached resolution.

### **Attachments**

- ✓ Resolution HSR11-24 – Amendment to Board Policies and Procedures
- ✓ Draft Board Policies and Procedures dated Nov 3<sup>rd</sup>, 2011



CALIFORNIA HIGH-SPEED RAIL AUTHORITY

**Resolution # HSRA 11-24  
Amendment to the Board Policies and Procedures**

Resolved, that Article I, Section B, of the Board Policies and Procedures is amended as follows:

**B. Compensation and Reimbursement**

1. Pursuant to state law, Board members receive \$100 per diem, up to a maximum of \$500 per month, for attending to the business of the Authority. "Attending to the business of the Authority" shall consist of the following:

- a. attendance at regular, special and committee meetings of the Authority Board
- b. attendance at other public meetings convened by the Authority

and, in consultation with, or prior approval of the Chief Executive Officer:

- c. conferences, seminars, workshops, and other events held in the State of California to represent the Authority or that assist Board members in carrying out the business of the Authority;
- d. attendance at meetings where the Board member is asked to represent the Authority; -
- e. educational training, seminars, and courses designed to improve Board members' understanding of the Authority's business and obligations as public officials including mandated ethics training;
- f. other Authority business. .

2. Board members shall receive a maximum of \$100 per diem compensation for each day attending to the business of the Authority.

3. When present, Authority staff shall note the presence of Board members at such meetings and submit the meeting for compensation for members attending unless asked by the Board member attending not to do so. Each Board member attending to the business of the Authority authorized as compensable under this policy, where Authority staff is not present, shall notify staff so that compensation can be made.

4. Members of the Authority shall be reimbursed for their actual travel expenses incurred in attending to the business of the Authority. Claims for reimbursement shall be submitted to a member of the Authority staff designated by the Executive Director for that purpose.

Vote:

Date: November 3, 2011

# **High-Speed Rail Authority**

## **Board Policies and Procedures**

**As Amended August 5, 2010**

**As Amended November 3, 2011**

### **Article I – Authority Board**

#### **A. Members**

1. The Authority Board consists of nine members appointed as provided in Public Utilities Code section 185020.
2. Each Board member shall represent the entire state.

#### **B. Compensation and Reimbursement**

1. Pursuant to state law, Board members receive \$100 per diem, up to a maximum of \$500 per month, for attending to the business of the Authority. “Attending to the business of the Authority” shall consist of the following:
  - a. attendance at regular, special and committee meetings of the Authority Board
  - b. attendance at other public meetings convened by the Authority and, in consultation with, or prior approval of the Chief Executive Officer:
    - c. conferences, seminars, workshops, and other events held in the State of California to represent the Authority or that assist Board members in carrying out the business of the Authority;
    - d. attendance at meetings where the Board member is asked to represent the Authority; -
    - e. educational training, seminars, and courses designed to improve Board members’ understanding of the Authority’s business and obligations as public officials including mandated ethics training;
    - f. other Authority business. .

2. Board members shall receive a maximum of \$100 per diem compensation for each day attending to the business of the Authority.

3. When present, Authority staff shall note the presence of Board members at such meetings and submit the meeting for compensation for members attending unless asked by the Board member attending not to do so. Each

Board member attending to the business of the Authority authorized as compensable under this policy, where Authority staff is not present, shall notify staff so that compensation can be made.

4. Members of the Authority shall be reimbursed for their actual travel expenses incurred in attending to the business of the Authority. Claims for reimbursement shall be submitted to a member of the Authority staff designated by the Executive Director for that purpose.

#### C. Responsibilities of the Board

1. The Authority's key policy documents are the Authority's business plans and strategic plans.

2. The Board is responsible for developing the policy of the Authority, and for the development and approval of the Authority's key policy documents.

## Article II – Administration

### A. Board Officers

1. The officers of the Authority Board are a Chairperson and a Vice-Chairperson and any other officers deemed necessary by the board.
2. On or before July 1st of each year the Board shall elect a Chairperson who shall preside at all meetings of the Authority and a Vice Chairperson to preside in the absence of the Chairperson.
3. The Chairperson and Vice Chairperson and any other officers so elected shall hold office from July 1st of the year elected to June 30th of the following year or until their successors are duly elected and qualified.
4. No Board member may hold office as Chairperson for more than two consecutive terms. No Board member may hold office as Vice-Chairperson for more than two consecutive terms.
5. The Chairperson shall have the power to cancel a regularly scheduled Board meeting or to call for new Board meetings, and to set the agenda for Board meetings.
6. The Chairperson shall have the authority to establish committees of the Authority and to establish their responsibilities and membership.
7. In addition to presiding at Board meetings, the Chairperson shall exercise and perform such other powers and duties as may be from time to time assigned to the Chairperson by the Board or prescribed herein. The Chairperson shall decide all questions of order at all meetings of the Board of Directors, subject to the action of a majority of the members.
8. The Chairperson shall act as the primary spokesperson for the Board and representative of the Board at Legislative hearings and meetings. The Chairperson may delegate that role to another board member for a specific purpose, hearing, or meeting.

### B. Chief Executive Officer/Executive Director

1. The Authority's Executive Director is appointed by and serves at the pleasure of the Authority Board as provided in Public Utilities Code section 185024.
2. The Executive Director shall be known as the Authority's Chief Executive Officer. In signing any documents, other than correspondence, he or she shall sign as "Chief Executive Officer and Executive Director."

Any reference to “Chief Executive Officer” in this document or in any other document created by the Authority shall be understood to be a reference to the Executive Director appointed pursuant to Public Utilities Code section 185024.

3. The Chief Executive Officer administers the affairs of the Authority as directed by the Authority Board and, as authorized by the Authority Board, appoints necessary staff to carry out the provisions of the California High-Speed Rail Act and of the Safe, Reliable High-Speed Passenger Train Bond Act for the 21st Century.

4. For the sake of clarity, all general delegations of authority to the Chief Executive Officer should be in the form of resolutions.

#### C. Removal of Officers

1. Officers may be removed by the affirmative vote of a majority of the members of the Board.

#### D. Chairperson Pro Tempore

1. In the event of the absence or inability to act of the Chairperson and Vice-Chairperson, the members present at any meeting of the Board, by order entered in the minutes, shall select one of the members to act as Chairperson Pro Tempore, who, while so acting, shall have all of the authority of the Chairperson.

#### E. Policies and Procedures

1. All Board policies shall be adopted through Board action at a scheduled Board meeting.

### Article III – Meetings of Authority Board

#### A. Quorum

1. Five members of the Authority Board constitute a quorum for taking any action by the Authority. (Pub. Util. C. § 185020, subd. (g).)

2. If a quorum is not present during a meeting of the Board, those members who are present may convene as a committee of the whole for the purposes of discussing matters appearing on the agenda for that meeting.

#### B. Bagley-Keene Open Meeting Act

1. Meetings of the Board and of its committees shall be noticed and conducted in compliance with the Bagley-Keene Open Meeting Act (Gov. C. §§11120 et seq.)
2. Members of the public have a right to comment on all items being considered by the Board as provided in the Bagley-Keene Open Meeting Act.
3. All Board members shall keep a copy of the Bagley-Keene Open Meeting Act. The Authority staff will provide a current copy of the Act to each member of the Board at the beginning of the year and to each new member of the Board upon his or her appointment.

#### C. Resolutions and Motions

1. For the sake of clarity, all major Board actions shall be in the form of a resolution. In such cases, a proposed resolution will be presented to the Board for approval, as written or as it may be modified at the meeting. A failure to comply with this provision does not affect the validity of the action taken.

#### D. Consent Calendar

1. In preparing the agenda for any meeting of the Board or of one of its committees, the Executive Director, in consultation with the Chairperson of the Board or of the committee, may designate agenda items to be placed on a consent calendar. Only items that may be approved by a majority of the members present at the meeting and for which a proposed resolution has been prepared may be placed on the consent calendar. In the case of meeting minutes, the draft minutes shall serve the purpose of a resolution.
2. Approval of the consent calendar by a majority of the members present, provided a quorum is present, constitutes approval of all of the items on the consent calendar, including the proposed resolutions.
3. At the meeting of the Board or of the committee, any consent item shall be removed from the consent calendar at the request of any member of the Board or of the committee, or if any member of the public expresses a desire to address the Board or committee concerning that item.

## Article IV – Communications

1. The Chairperson shall act as the primary spokesperson for the Board and representative of the Board at Legislative hearings and meetings. The Chairperson may delegate that role to another board member for a specific purpose, hearing, or meeting.
2. Individual Board members are free to express their views and opinions as long as it is clear that they are expressing their own opinion and not that of the Authority.
3. Each Board member is to make sure that any statement of fact or policy he or she makes on behalf of the Authority is consistent with published facts and adopted policies.
4. All inquiries or suggestions from the Board members shall be directed to the Executive Director for appropriate assignment to staff or contractors. This does not apply to routine requests for information or data questions which can be directed to any staff.
5. To prevent uncertainty and to maintain proper accountability, all direction to contractors shall be through the Executive Director or to a Deputy Director designated by the Executive Director.

## Article V – Board Committees

### A. Establishment of Board Committees

1. Board committees are established by the Chairperson.
2. When a committee is established, the committee's subject matter jurisdiction and period of existence, if any, shall be specified.
3. Members of committees shall be appointed by the Chairperson.
4. Unless otherwise provided by the Board, Board committees serve in an advisory capacity only, make their recommendations to the full Board, and do not provide direction to Authority staff or consultants. Any delegation of power to a committee shall be made by resolution of the full Board. The resolution shall set forth the powers delegated to the committee and the term of existence, if any, of the delegation.

### B. Subject Matter Jurisdiction of Board Committees



1. The subject matter jurisdiction of the Executive/Administrative Committee shall include the following:

- Executive Director employment issues
- Monitoring the Authority's overall activities
- Authority staffing levels
- Procurement, including transparency in solicitation, selection, and reporting
- Administrative policies and procedures, including the operation of the Executive Directors Office
- Reviewing and monitoring proposed legislation affecting the Authority
- Monitoring compliance with federal and state regional planning and programming requirements such as federal and regional transportation programs
- Oversight of all legislative and intergovernmental relations at the federal, state, regional, and local level.
- Compliance with federal and state regional planning and programming requirements such as federal/regional transportation programs
- Coordination and review of legal opinions and advice, reviews / responses from legal counsel regarding Authority business and operations
- Organizational structure and employment Issues
- Human resources and risk management matters
- Business Plan oversight

2. The subject matter jurisdiction of the Operations Committee shall include the following:

- Review of environmental clearance status of all segments (scope, schedule, budget, community issues), including risk analysis

focused on adherence to schedule and delivery of project segments and overall project.

- Review of operating plans (number of trains by segment, station, time of day, day of week, express, local, limited stop, etc), including review of ridership demand forecast against operating plan and required capital investments (for example station tracks, platforms, servicing, etc).
- Review of train options and need for various capital facilities (for example, stations and maintenance facilities).
- Review of development of a phased operating plan that will allow for service start up and growth to full build out of the system.
- Status of discussions with Federal Railroad Administration with respect to shared use issues, equipment specifications, operations, safety, and positive train control, among others.
- Review of efforts to coordinate with existing rail service providers (Caltrain, Caltrans rail, Amtrak, Metrolink, Altamont Corridor Express, Capitol Corridor, Coaster, etc)
- Review of negotiations with freight carriers (BNSF, UPRR).
- Review of consultation and discussion with international high-speed rail operators, equipment manufacturers, system operators, etc.
- Review public feedback as well as communications program results and recommend course corrections as appropriate.
- Review of development of fares, schedules, and service policies

3. The subject matter jurisdiction of the Finance Committee shall include the following:

- Review development of a phased segment-by-segment financial plan that leverages Proposition 1A proceeds with federal American Recovery and Reinvestment Act (ARRA) high-speed rail funds
- Review all funding opportunities beyond Proposition 1A and ARRA, including local and private

- Consideration of a framework for Private sector participation given Proposition 1A and ARRA funding and cash flows
- Review matters of state bonds sales, debt financing, financial operations, and financial reporting
- Review coordination with the Legislative Analyst's Office on annual reports, etc.

#### C. Board Committee Meetings and Quorum

1. The presence of a majority of the members of a Board committee constitutes a quorum.
2. Board members who are not members of a particular committee may attend meetings of that committee as observers only and may not participate in that committee's meeting. (Gov. C. §11122.5, subd. (c)(6); 81 Ops. Cal. Atty. Gen. 156.)

#### Article VI – Conflict of Interest Code

1. The Authority maintains a Conflict of Interest Code. A copy of the Authority's Conflict of Interest Code is attached as Appendix 1.

#### Article VII – Contracts

##### A. Architectural and Engineering Services

1. The Authority's regulations concerning procurement of Architectural and Engineering Services are set forth in Title 21, California Code of Regulations, sections 10000 et seq. Revisions to the regulations are accomplished in accordance with the law pertaining to the adoption of regulations. These regulations are set forth in Appendix 2.